

1 JONATHAN S. POLISH (Illinois Bar No. 6237890)  
[polishi@sec.gov](mailto:polishi@sec.gov)  
2 ANNE C. MCKINLEY (Illinois Bar No. 6270252)  
[mckinleya@sec.gov](mailto:mckinleya@sec.gov)  
3 RICHARD G. STOLTZ (Missouri Bar No. 56398)  
[stoltzr@sec.gov](mailto:stoltzr@sec.gov)

5 Attorneys for Plaintiff  
SECURITIES AND EXCHANGE COMMISSION  
6 175 West Jackson Boulevard, Suite 900  
Chicago, Illinois 60604  
7 Telephone: (312) 353-7390  
Facsimile: (312) 353-7398

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION**

## 2 U.S. SECURITIES AND EXCHANGE COMMISSION,

**Plaintiff.**

vs.

# WILLIAM MICHAEL GALLAHAIR.

## Defendant.

Case No. 4:08-CV-05134 SBA

## ORDER TO APPOINT A TAX ADMINISTRATOR

## [PROPOSED] ORDER TO APPOINT TAX ADMINISTRATOR

The Court having reviewed the Securities and Exchange Commission's motion to appoint Damasco & Associates LLP as Tax Administrator and for good cause shown,

**IT IS HEREBY ORDERED:**

1. Damasco & Associates LLP is appointed as Tax Administrator to execute all income tax reporting requirements, including the preparation and filing of tax returns, with respect to funds under this Court's jurisdiction in this case (the "Distribution Fund")

2. Damasco & Associates LLP shall be designated the administrator of the Distribution Fund, pursuant to section 468B(g) of the Internal Revenue Code (IRC), 26 U.S.C. § 468B(g), and related

1 regulations, and shall satisfy the administrative requirements imposed by those regulations, including but  
2 not limited to (a) obtaining a taxpayer identification number, (b) filing applicable federal, state, and local  
3 tax returns and paying taxes reported thereon out of the Distribution Fund, and (c) satisfying any  
4 information, reporting, or withholding requirements imposed on distributions from the Distribution  
5 Fund. The Tax Administrator shall contemporaneously provide copies of all such filings to the  
6 Commission's counsel of record.

8       3. The Tax Administrator shall, at such times as the Tax Administrator deems necessary to fulfill  
9 the tax obligations of the Distribution Fund, request that the Commission's counsel of record file with  
10 the Court a motion, supported by the Tax Administrator's declaration of the amount of taxes due, to  
11 transfer funds from the Distribution Fund on deposit with the Court to pay any tax obligations of the  
12 Distribution Fund.

14       4. The Tax Administrator shall be entitled to charge reasonable fees for tax compliance services  
15 and related expenses in accordance with its agreement with the Commission. The Tax Administrator  
16 shall, at such times as the Tax Administrator deems appropriate, submit a declaration of fees and  
17 expenses to the Commission's counsel of record for submission to the Court for approval and for  
18 payment from the Distribution Fund. No fees or expenses may be paid absent the Court's prior  
19 approval.

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1       5. At least ten (10) days before any motion to pay fees and expenses is filed with the Court, the  
2 Tax Administrator shall provide the Commission counsel of record with a draft of the supporting  
3 declaration for review. If the Commission has any corrections or objections to the declaration, the Tax  
4 Administrator and the Commission's counsel shall attempt to resolve them on a consensual basis. If a  
5 consensual resolution is not reached, the Commission may submit with the motion any objections along  
6 with the Tax Administrator's response thereto.  
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8 Dated: 9/1/10  
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UNITED STATES DISTRICT JUDGE